

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

PLAYAGS, INC.

(Registration)_____

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on May 6, 2020, and before the Nevada Gaming Commission (“Commission”) on May 21, 2020; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The application of PlayAGS, Inc. for an amendment to its Order of Registration,

b. The application of David Benjamin Sambur for a finding of suitability as a beneficial owner and controlling beneficial owner of PlayAGS, Inc.

2. THAT the Fourth Revised Order of Registration of PlayAGS, Inc. dated January 25, 2018, is hereby amended and restated, in its entirety, by this Fifth Revised Order of Registration of PlayAGS, Inc.

3. THAT PlayAGS, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of AP Gaming, Inc.

4. THAT David Benjamin Sambur is found suitable as a beneficial owner and controlling beneficial owner of PlayAGS, Inc.

5. THAT AP Gaming, Inc. is registered as an intermediary company and found suitable as sole member and manager of AP Gaming Holdings, LLC.

6. THAT AP Gaming Holdings, LLC is registered as an intermediary company and is found suitable as sole member and manager of AP Gaming I, LLC.

7. THAT AP Gaming I, LLC is registered as an intermediary company and is found suitable as the sole shareholder of AP Gaming II, Inc.

8. THAT AP Gaming II, Inc. is registered as an intermediary company and is found suitable as sole member and manager of AP Gaming Acquisition, LLC.

9. THAT AP Gaming Acquisition, LLC is registered as an intermediary company and is found suitable as sole member and manager of AGS Capital, LLC.

10. THAT AGS Capital, LLC is registered as an intermediary company and is licensed as sole member and manager of AGS LLC

11. THAT AGS LLC is licensed as a manufacturer, a distributor and an operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT PlayAGS, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030 to pledge the equity securities of AP Gaming, Inc. to Deutsche Bank Trust Company Americas, as Collateral Agent, in conjunction with 11.25% Senior Secured PIK Notes due 2021, provided that:

a. This approval is pursuant to the Pledge Agreement with Deutsche Bank Trust Company Americas dated May 29, 2015 ("Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such equity securities (except back to PlayAGS, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such equity securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificate of AP Gaming, Inc. evidencing said pledge of the equity securities must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

13. THAT AP Gaming Holdings, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in AP Gaming I, LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with a First Lien Credit Agreement dated June 6, 2017 (“First Lien Credit Agreement”), provided that:

a. This approval is pursuant to the Holdings Guarantee and Pledge Agreement with Jefferies Finance LLC dated June 6, 2017 (“Holdings Pledge Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to AP Gaming Holdings, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificate of AP Gaming I, LLC evidencing said pledge of the membership interest must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

14. THAT AP Gaming I, LLC is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030 to pledge the common stock of AP Gaming II, Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement with Jefferies Finance LLC dated June 6, 2017 (“Collateral Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such common stock (except back to AP Gaming I, LLC) and before any other resort to the collateral or other enforcement of the security interest in such common stock may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificate of AP Gaming II, Inc. evidencing said pledge of the common stock must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

15. THAT AP Gaming II, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in AP Gaming Acquisition, LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to AP Gaming II, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificate, if the membership interest is certificated, of AP Gaming Acquisition, LLC evidencing said pledge of the membership interest must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

16. THAT AP Gaming Acquisition, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in AGS Capital, LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to AP Gaming Acquisition, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificate, if the membership interest is certificated, of AGS Capital, LLC evidencing said pledge of the membership interest must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

17. THAT AGS Capital, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge its membership interest in AGS LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except

back to AGS Capital, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificate of AGS LLC evidencing said pledge of the membership interest must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

18. THAT the Holdings Pledge Agreement, Collateral Agreement and Pledge Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the Holdings Pledge Agreement, Collateral Agreement or Pledge Agreement that increase the number of shares of stock or membership interest that are the subject of the pledge, or that change the identity of the Collateral Agent.

19. THAT PlayAGS, Inc. shall maintain a gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by PlayAGS, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which PlayAGS, Inc., its subsidiaries and any affiliated entities operate. The gaming compliance program, and any amendments thereto, shall be administratively reviewed and approved by the Chairperson of the Board or his/her designee, and the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively acknowledged by the Chairperson of the Board or his/her designee. PlayAGS, Inc. shall amend the gaming compliance program, or any element thereof, and perform such duties as may be assigned by

the Chairperson of the Board or his/her designee, related to a review of activities relevant to the continuing qualification PlayAGS, Inc., its subsidiaries and any affiliated entities under the provisions of the Act and Regulations.

20. THAT, pursuant to NRS 463.625, PlayAGS, Inc. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

21. THAT, PlayAGS, Inc. is exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

22. THAT PlayAGS, Inc. shall fund and maintain with the Board a revolving fund in the total amount of \$50,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board or its staff in the surveillance, monitoring and investigative reviews of all activities of PlayAGS, Inc., its direct and indirect subsidiaries, and their affiliated entities.

23. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED on this 21st day of May 2020.